

TOGUT, SEGAL & SEGAL LLP  
 One Penn Plaza  
 New York, New York 10119  
 Telephone: (212) 594-5000  
 Facsimile: (212) 967-4258  
 Albert Togut  
 Frank A. Oswald  
 Scott E. Ratner

*Conflicts Counsel for the Reorganized Debtors*

1st Interim Fees Awarded: \$529,364.00  
 (less voluntary reduction) (\$1,989.00)  
 Net 1<sup>st</sup> Interim Fees Awarded: \$527,375.00  
 1st Interim Expenses Awarded: \$ 3,107.43  
**Total 1st Interim Fees & Expenses Awarded: \$530,482.43**

2nd Interim Fees Awarded: \$113,600.00  
 (less 50% Reduction for Bill Preparation) (\$ 486.00)  
 (less additional voluntary reduction) (\$ 319.00)  
 Net 2<sup>nd</sup> Interim Fees Awarded: \$112,795.00  
 2nd Interim Expenses Awarded: \$ 581.46  
**Total 2nd Interim Fees & Expenses Awarded: \$113,376.46**

3rd Interim Fees Sought: \$439,982.50  
 (less 50% Reduction for Bill Preparation) (\$ 1,156.50)  
 Net 3<sup>rd</sup> Interim Fees Sought: \$438,826.00  
 3rd Interim Expenses Sought: \$ 2,453.94  
**Total 3rd Interim Fees & Expenses Sought: \$441,279.94**

**RETAINER RECEIVED: \$ 0**

**TOTAL FINAL FEES SOUGHT**  
**(NET VOLUNTARY REDUCTIONS): \$1,078,996.00**  
**TOTAL FINAL EXPENSES SOUGHT: \$6,142.83**

**TOTAL FEES AWARDED TO DATE ON AN**  
**INTERIM BASIS (including Holdbacks): \$640,170.00**

**1<sup>st</sup> Interim Fees Held Back (@10%): \$52,737.50**  
**2<sup>nd</sup> Interim Fees Held Back (@10%): \$11,279.50**  
**3<sup>rd</sup> Interim Fees Held Back (@20%): \$87,996.50**  
**TOTAL FEES HELD BACK: \$152,013.50**

UNITED STATES BANKRUPTCY COURT  
 SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	Case No. 09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i> ,	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
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**SCHEDULE OF THIRD INTERIM FEES FOR THE PERIOD: OCTOBER 1, 2010 THROUGH MARCH 29, 2011**

Name of Professional	Year	Year Fee Incurred	Hourly Rate	Hours Engaged	Total Value(s)
<b>PARTNERS</b>					
Albert Togut	1975	2010/2011	\$935	26.1	\$24,403.50
Frank A. Oswald	1986	2010/2011	\$810	18.3	14,823.00

Scott E. Ratner	1987	2010/2011	\$800	83.7	66,960.00
<b>OF COUNSEL</b>					
Richard K. Milin	1989	2010/2011	\$715	160.2	114,543.00
<b>ASSOCIATES</b>					
Lara Sheikh	2002	2010/2011	\$520	138.8	72,176.00
Jason Rubin	2004	2010/2011	\$475	113.4	53,865.00
David Smith	2007	2010/2011	\$380	26.6	10,108.00
Michael D. Hamersky	2008	2010/2011	\$345	107.3	37,018.50
Naomi Moss	2008	2010/2011	\$295	23.4	6,903.00
Stephanie Skelly	2007	2010/2011	\$345	9.7	3,346.50
Anthony Pirraglia	2011	2010/2011	\$180	118.2	21,276.00
<b>PARALEGALS</b>					
Dawn Person	N/A	2010/2011	\$285	33.1	9,433.50
Ashleigh Brogan	N/A	2010/2011	\$205	1.6	328.00
Denise Cahir	N/A	2010/2011	\$220	14.1	3,102.00
Hailey Huget	N/A	2010/2011	\$145	7.7	1,116.50
Katie LaVerde	N/A	2010/2011	\$145	4.0	580.00
<b>TOTALS:</b>				<b>886.2</b>	<b>\$439,982.50</b>

NOTES:

- 1) The Togut Firm has reduced its fees related to the preparation of monthly fee statements by 50%, for an aggregate reduction of \$1,156.50 during the Third Interim Fee Period.
- 2) The rates charged herein are the same rates charged in all other cases on which this firm is engaged.
- 3) Time records are being furnished as a Supplement to the Application.
- 4) The Togut Firm's blended hourly rate for the Third Interim & Final Fee Period is \$496.48. Over the course of this case, the Togut Firm's blended rate is \$531.
- 5) The Togut Firm did not receive a retainer in this case.

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Debtors.	: (Jointly Administered)
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**SCHEDULE OF TOTAL PROFESSIONAL FEES INCURRED FOR THE  
 PERIOD DECEMBER 21, 2009 THROUGH MARCH 29, 2011**

Name of Professional	Year	Billing Rates	Average Billing Rate	Total Hours Engaged	Total Value(s)
<b>PARTNERS</b>					
Albert Togut	1975	\$890 (2009) \$935 (2010/2011) <sup>1</sup>	\$933	69.9	\$65,212.50
Frank A. Oswald	1986	\$770 (2009) \$810 (2010/2011)	\$810	98.3	79,587.00
Neil Berger	1986	\$765 (2009) \$805 (2010)	\$779	6.5	5,064.50
Scott E. Ratner	1987	\$760 (2009) \$800 (2010/2011)	\$798	189.8	151,532.00
<b>OF COUNSEL</b>					
Howard Magaliff	1985	\$680 (2009) \$720 (2010)	\$705	5.2	3,668.00
Richard K. Milin	1989	\$715 (2010/2011)	\$715	485.5	347,132.50
<b>ASSOCIATES</b>					
Brian Moore	1998	\$615 (2010/2011)	\$615	1.9	1,168.50
Lara Sheikh	2002	\$520 (2010/2011)	\$520	138.8	72,176.00
Jason Rubin	2004	\$475 (2010/2011)	\$475	113.4	53,865.00

<sup>1</sup> The Togut Firm did not increase billing rates during the 2011 calendar year.

Eric Chafetz	2005	\$450 (2010/2011)	\$450	201.2	90,540.00
David Smith	2007	\$380 (2010/2011)	\$380	26.6	10,108.00
Stephanie Skelly	2007	\$345 (2011)	\$345	9.7	3,346.50
Michael D. Hamersky	2008	\$295 (2009) \$345 (2010/2011)	\$343	306.1	105,004.50
Naomi Moss	2008	\$245 (2009) \$295 (2010/2011)	\$295	109.2	32,214.00
Elyse Novikoff	2008	\$275 (2009)	\$275	24.3	6,682.50
Anthony Pirraglia	2011	\$180 (2010)	\$180	118.2	21,276.00
<b>PARALEGALS</b>					
Dawn Person	N/A	\$285 (2010/2011)	\$285	91.0	25,935.00
Denise Cahir	N/A	\$220 (2010/2011)	\$220	22.0	4,840.00
Ashleigh Brogan	N/A	\$205 (2010/2011)	\$205	7.7	1,578.50
Hailey Huget	N/A	\$145 (2010/2011)	\$145	7.7	1,116.50
Katie LaVerde	N/A	\$145 (2010/2011)	\$145	4.0	580.00
<b>LAW CLERKS</b>					
Samantha Rothman	N/A	\$145 (2010)	\$145	2.2	319.00
<b>TOTALS:</b>			<b>\$531</b>	<b>2039.2</b>	<b>1,082,946.50<sup>2</sup></b>

<sup>2</sup> The Togut firm reduced its fees relating to monthly fee statements by 50% during each fee period covered under this application in the aggregate amount of \$3,542.50. The Togut firm has also voluntarily reduced certain miscellaneous fees identified by the Fee Examiner in the aggregate amount of \$408. The Togut Firm's total voluntary reductions over the course of the case is \$3,950.50.

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**SUMMARY OF FEES BY PROJECT CATEGORY FOR THE PERIOD  
 DECEMBER 21, 2009 THROUGH MARCH 29, 2011**

<b>Project Category</b>	<b>Total Hours Billed</b>	<b>Total Fees</b>
Automatic Stay Issues	63.1	\$22,855.50
Case Status/Strategy	19.3	7,932.50
Claims	227.7	112,950.00
Counterparty Contract Issues	21.9	9,536.00
Fee Applications/ Fee Statements	117.8	58,856.00
Financial Issues	.3	85.50
General	2.9	2,994.50
Non Real Property Lease Executory Contracts	59.3	29,439.50
Other Litigation	1,495.1	821,671.00

Plan & Disclosure Statement	4.9	1,843.50
Post-Confirmation Matters	.4	114.00
Retention of Professionals	11.1	9,538.50
Setoff Issues	11.4	5,130.00
TOTALS:	2039.2	1,082,946.50 <sup>3</sup>

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<sup>3</sup> The Togut firm reduced its fees relating to monthly fee statements by 50% during each fee period covered under this application in the aggregate amount of \$3,542.50. The Togut firm has also voluntarily reduced certain miscellaneous fees identified by the Fee Examiner in the aggregate amount of \$408. The Togut Firm's total voluntary reductions over the course of the case is \$3,950.50.

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**SUMMARY OF EXPENSES BY CATEGORY FOR THE PERIOD  
 DECEMBER 21, 2009 THROUGH MARCH 29, 2011**

EXPENSE CATEGORY	TOTAL EXPENSE
Facsimile	\$5.23
Meals	77.35
Messenger	27.59
Miscellaneous	47.82
Online Research	2,538.70
Overnight Courier	809.67
Photocopies	2,321.56
Postage	18.54
Telephone	115.97
Travel-Ground	180.40
<b>TOTALS:</b>	<b>\$6,142.83</b>